

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P., *et al.*,

Debtors.¹

Chapter 11

Case No. 19-23649 (RDD)

(Jointly Administered)

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC,
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR THE PERIOD FROM OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from October 1, 2021 through October 31, 2021 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the “**Compensation Order**”), Prime Clerk seeks

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

(i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$1,590.29 and payment of \$1,272.23, which represents 80% of the total amount, and
(ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Advisor Services to:	Debtors and Debtors in Possession
Date of Retention:	November 21, 2019, <i>nunc pro tunc</i> to September 15, 2019
Period for which compensation and reimbursement is sought:	October 1, 2021 through October 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$1,590.29 ²
80% of compensation sought as actual, reasonable and necessary:	\$1,272.23
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00
Total amount to be paid at this time:	\$1,272.23

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Fee Statements

Date Filed; ECF No.	Period Covered	Fees	Expenses	Fees	Expenses	Holdback (20%)
3/1/21; ECF No. 2431	2/1/20 – 2/29/20; 8/1/20 – 8/31/20; 12/1/20 – 1/31/21	\$16,432.25	\$0.00	\$16,432.25	\$0.00	N/A
3/30/21; ECF No. 2575	2/1/21 – 2/28/21	\$31,671.25	\$0.00	\$31,671.25	\$0.00	N/A
4/30/21; ECF No. 2785	3/1/21 – 3/31/21	\$50,324.80	\$0.00	\$50,324.80	\$0.00	N/A
5/28/21; ECF No. 2955	4/1/21 – 4/30/21	\$63,523.24	\$0.00	\$63,523.24	\$0.00	N/A
6/30/21; ECF No. 3089	5/1/21 – 5/31/21	\$27,708.68	\$70.00	\$27,708.68	\$70.00	N/A
7/30/21; ECF No. 3345	6/1/21 – 6/30/21	\$88,028.69 (payment of 80% or \$70,422.96)	\$70.00	\$70,422.96 (80% of \$88,028.69)	\$70.00	\$17,605.73
8/27/21; ECF No. 3687	7/1/21 – 7/31/21	\$491,220.63 (payment of 80% or \$392,976.50)	\$203.50	\$392,976.50 (80% of \$491,220.63)	\$203.50	\$98,244.13
9/30/21; ECF No. 3850	8/1/21 – 8/31/21	\$41,738.33 (payment of 80% or \$33,390.66)	\$0.00	\$33,390.66 (80% of \$41,738.33)	\$0.00	\$8,347.67
10/29/21; ECF No. 4041	9/1/21- 9/30/21	\$2,385.28 (payment of 80% or \$1,908.22)	\$0.00	\$1,908.22 (80% of \$2,385.28)	\$0.00	\$477.06

Prior Interim Fee Application

Date Filed; ECF No.	Period Covered	Fees	Expenses	Fees	Expenses
3/15/21; ECF No. 2482	2/1/20 – 1/31/21	\$16,432.25	\$0.00	\$16,432.25	\$0.00
7/15/21; ECF No. 3196	2/1/21 – 5/31/21	\$173,227.97	\$70.00	\$173,227.97	\$70.00
11/15/21; ECF No. 4115	6/1/21 – 9/30/21	\$623,372.93	\$273.50	TBD ³	TBD

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Orchowski, Alex T	Director of Solicitation	0.80	\$231.50	\$185.20
Brunswick, Gabriel	Director	0.50	\$214.90	\$107.45
Manners, Venetia	Director	1.20	\$214.90	\$257.88
Vyskocil, Ryan J	Solicitation Consultant	0.50	\$209.40	\$104.70
Berkowitz, Andrew	Consultant	0.20	\$165.30	\$33.06
Chan, Andrew Q	Consultant	0.60	\$165.30	\$99.18
King, Nicolette	Consultant	1.00	\$143.30	\$143.30
Huang, Danny	Consultant	4.20	\$126.70	\$532.14
Otton, Natasha	Consultant	0.20	\$126.70	\$25.34
Sugarman, Jason	Consultant	2.20	\$126.70	\$278.74
	TOTAL	11.40		\$1,766.99⁴
	BLENDED RATE		\$155.00	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Ballots	9.60	\$1,369.64
Retention / Fee Application	0.50	\$107.45
Solicitation	1.30	\$289.90
TOTAL	11.40	\$1,766.99⁵

³ The objection deadline with respect to Prime Clerk's third interim fee application is December 9, 2021, with a hearing thereon set for December 16, 2021. To date, no formal or informal objections or responses have been filed or received.

^{4,5} This amount has been discounted to \$1,590.29 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$139.50.

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

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Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On September 15 and September 16, 2019 (together, the “**Petition Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases was authorized by the Court by entry of an order on September 18, 2019. On September 27, 2019, the Office of the United States Trustee for the Southern District of New York appointed an Official Committee of Unsecured Creditors to serve in these chapter 11 cases.

Retention of Prime Clerk

3. On November 21, 2019, the Court entered the *Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 531] (the “**Administrative Advisor Order**”), which authorized the Debtors to employ and retain Prime Clerk as administrative advisor *nunc pro tunc* to the Petition Date.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (a) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$1,590.29 and payment of \$1,272.23, which represents 80% of the total amount, and (b) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (a) identifies the employee that rendered services in each task category; (b) describes each service such employee performed; (c) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (d) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$1,590.29 and payment of \$1,272.23, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: November 30, 2021
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
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Administrative Advisor to the Debtors

Exhibit A

Fee Detail



Hourly Fees by Employee through October 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
DH	Huang, Danny	CO - Consultant	4.20	\$126.70	\$532.14
NON	Otton, Natasha	CO - Consultant	0.20	\$126.70	\$25.34
JSU	Sugarman, Jason	CO - Consultant	2.20	\$126.70	\$278.74
NK	King, Nicolette	CO - Consultant	1.00	\$143.30	\$143.30
ABER	Berkowitz, Andrew	CO - Consultant	0.20	\$165.30	\$33.06
AQC	Chan, Andrew Q	CO - Consultant	0.60	\$165.30	\$99.18
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	0.50	\$209.40	\$104.70
GB	Brunswick, Gabriel	DI - Director	0.50	\$214.90	\$107.45
VMA	Manners, Venetia	DI - Director	1.20	\$214.90	\$257.88
ATO	Orchowski, Alex T	DS - Director of Solicitation	0.80	\$231.50	\$185.20
TOTAL:			11.40		\$1,766.99

Hourly Fees by Task Code through October 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	9.60	\$1,369.64
RETN	Retention / Fee Application	0.50	\$107.45
SOLI	Solicitation	1.30	\$289.90
TOTAL:		11.40	\$1,766.99

Purdue Pharma

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Invoice #: 16808

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
10/01/21	ABER	CO	Quality assurance review of ballot filing database	Ballots	0.10
10/01/21	AQC	CO	Quality assurance review of incoming late ballots	Ballots	0.20
10/01/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.40
10/04/21	ABER	CO	Quality assurance review of ballot filing database	Ballots	0.10
10/04/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.40
10/04/21	NK	CO	Quality assurance review of late incoming ballots	Ballots	0.20
10/04/21	NK	CO	Input incoming late ballot information into voting database	Ballots	0.30
10/05/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.40
10/05/21	NK	CO	Quality assurance review of incoming late ballots	Ballots	0.30
10/05/21	NON	CO	Input incoming late ballot information into voting database	Ballots	0.20
10/06/21	AQC	CO	Quality assurance review of incoming late ballots	Ballots	0.20
10/06/21	NK	CO	Input incoming late ballot information into voting database	Ballots	0.20
10/14/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.40
10/15/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.40
10/19/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.50
10/20/21	AQC	CO	Input incoming late ballot information into voting database	Ballots	0.20
10/20/21	ATO	DS	Respond to inquiries from J. Knudson (Davis Polk) related to solicitation	Solicitation	0.40
10/20/21	ATO	DS	Respond to inquiries from S. Ford (Davis Polk) related to solicitation	Solicitation	0.40
10/20/21	DH	CO	Coordinate and process incoming late electronic ballots in connection with audit of same	Ballots	4.20
10/20/21	VMA	DI	Coordinate processing of incoming late ballots	Ballots	1.20
10/27/21	RJV	SA	Review and respond to inquiry from J. Shinbrot (DPW) related to ballots received	Solicitation	0.50
10/29/21	JSU	CO	Input incoming late ballot information into voting database	Ballots	0.20
Total Hours					11.40

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00